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INTERNATIONAL BUSINESS MACHINES CORP

Form 4 May 09, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

NEFICIAL OWNERSHIP OF
IES

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OMB APPROVAL

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January 31,

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Number:

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **IWATA JON C** Issuer Symbol INTERNATIONAL BUSINESS (Check all applicable) MACHINES CORP [IBM] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X_ Officer (give title Other (specify (Month/Day/Year) below) IBM CORPORATION, NEW 05/08/2007 Senior Vice President ORCHARD ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ARMONK, NY 10504 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	on(A) or D	R. Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	,	` '
Common Stock	05/08/2007		M	2,250	A	\$0	19,241.081	D	
Common Stock	05/08/2007		F	973	D	\$ 102.8	18,268.081	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o Derivativ Security (Instr. 3)	ce Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. NumbonDerivative Securities Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A Oi N Oi S
Emp. Stock Option (right to buy)	\$ 102.8	05/08/2007		A	7,866		05/08/2010(1)	05/07/2017 <u>(1)</u>	Common Stock	,
Rst. Stock Unit	\$ 0 (2)	05/08/2007		A(2)	6,316		(2)	(2)	Common Stock	(
Rst. Stock Unit	\$ 0 (3)	05/08/2007		M <u>(4)</u>		2,250	<u>(3)</u>	<u>(3)</u>	Common Stock	4
Phantor Stock Unit	m \$ 0 <u>(5)</u>	05/08/2007		A(6)	19		<u>(7)</u>	<u>(7)</u>	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
IWATA JON C						

IBM CORPORATION NEW ORCHARD ROAD ARMONK, NY 10504

Senior Vice President

Signatures

D. Cummins for J. C. Iwata by power-of-attorney

**Signature of Reporting Person

05/09/2007 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These derivative securities vest 100% on the date exercisable shown. All expire on the expiration date shown above.

Reporting Owners 2

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- (2) Upon lapse of the restrictions, these units are payable in cash or the company's common stock. The restrictions lapse for 2,105 of these units on 05/08/2008, for 2,105 of these units on 05/08/2009, and for the remaining 2,106 of these units on 05/08/2010.
- (3) These units were payable in cash or the company's common stock upon the lapse of the restrictions on the transaction date shown.
- (4) Release of restricted stock units.
- (5) Phantom stock units convert to the cash value of the company's common stock on a one-for-one basis.
- (6) Acquisition of phantom stock units under the IBM Executive Deferred Compensation Plan.
- (7) Distribution of phantom stock units under the IBM Executive Deferred Compensation Plan is deferred until separation from the company. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.